

Code of Conduct

Objective

The objective of this policy is to lay out the rules, regulations and codes with respect to employee's conduct, behavior, confidentiality rules within the Company so as to encourage a culture of discipline and build an employee friendly environment

Applicability

All employees

Key Guidelines

All employees will follow the Code of Conduct laid out in this policy. Management shall take serious note in case of any violation of this code by the erring employee.

Conduct

All employees should conduct themselves in an honest and ethical manner and act in the best interest of the Company at all times. They are expected to demonstrate personal conduct by ensuring adherence to the following:

Office Conduct & Discipline

- 10.1 Employees should uphold and protect the interests of the Company and discharge duties with utmost integrity, honesty and diligence and do nothing which is unbecoming of an employee of the Company.
- 10.2 The company expects compliance with normal office discipline and work practices. All employees are expected to report to work in a condition fit to work both mentally and physically and be able to demonstrate the required capability.
- 10.3 It will be considered as non-adherence to the company rules and policies if the employee is:
 - Habitually late in attending office or be late to work without obtaining prior permission of his / her superior authority.
 - Absent himself / herself from duty without obtaining prior permission of his / her superior authority or avail of leave or extend leave when his / her request for leave has been refused.
 - Uses his / her position or information in his / her possession as an employee or influence directly or indirectly to secure employment / personal gain for any person related by blood or marriage, to him / her or to his / her spouse.

- Fails to, faithfully and punctually, account for all moneys, drafts, securities, account books, registers, documents, vouchers and writings, goods or other property, which they may as employees of the Company receive on behalf or on account of the Company

Avoidance of Conflict Of Interest

- 10.4 All employees shall be wholly and exclusively in the employment of Star Agri and shall serve the Company as directed from time to time.
- 10.5 Employees shall devote their whole time during office hours to office work and promote the business and the interests of the Company.
- 10.6 Employees are required to avoid any conflict of interest during their employment with the Company. Any involvement that conflicts with an employee's duties or responsibilities or affect the employee's judgment in making a decision affecting the company will be considered a conflict of interest.
- 10.7 This includes any direct or indirect business, management or financial interest or activity, whether or not for compensation, in any business or entity that is a competitor, customer, supplier, or vendor of the company.
- 10.8 No employee shall in his / her discharge of official duties, knowingly enter into or authorize the entering into by or on behalf of the Company any contract, arrangement, agreement with any person, firm, company or under taking, if any member of his / her family is interested in any manner in such contract, arrangement or agreement without the prior approval of the Company.
- 10.9 The company may take a view in case of complaint filed against the employee alleging a criminal offence. Taking into consideration the seriousness of the matter, suitable action may be taken resulting in termination of services of the employee. However, irrespective of the allegation, it is expected of employee to keep the company informed and report further developments on a monthly basis.

Disclosure Norms

- 10.10 Employee shall be responsible for the authenticity of all the information provided at the time of joining the company. This information shall include, among other details, the following:
- Date of Birth

- Educational Qualification
- Employment History
- Residential Address
- Medical History
- References

10.11 Wilful suppression of any material information or falsification of any personal information furnished to the company shall be considered as a serious offence and the disciplinary action may include termination of service.

10.12 The employees shall be responsible to report to the Company, without any delay, changes in any information provided to the Company which are likely to affect their personal records maintained by the Company.

Maintaining Confidentiality

10.13 All employees on joining the Company are required to sign and abide by a confidentiality agreement, which is legally binding. No employee shall disclose or use any confidential information gained in the course of employment with the Company for personal gain or for the advantage of any other person.

10.14 Employees may have the opportunity to get acquainted with the business, customer database, models & other proprietary information. All documents developed or held in knowledge by employees while working at Star Agri will be the property of Star Agri.

10.15 No information needs to be disclosed unless it has to be provided for statutory reasons. Also, to enhance Star Agri's business, information may have to be disclosed to potential business partners. Such disclosure should be made after considering its potential benefits and risks. Care should be taken to divulge the most sensitive information, only after the said potential business partner has signed a confidentiality agreement with Star Agri

10.16 Discussions should be limited to those who "need to know". Discretion should be used at all stages of handling such information, whether oral, or written. Special attention is drawn towards aspects like disposal, filing and photocopying where there is potential loss of such confidentiality.

10.17 Intellectual property rights for all work carried out during the course of Employee's employment with Star Agri will be the property of the company.

10.18 All property, documents & papers in employee's possession or control, acquired or prepared by reasons of employee's employment belong to the company and must be returned on request and, in any event, upon termination of Employee's services.

No Insider Trading

10.19 All employees need to take prior approval before investing in Commodities

10.20 This is applicable for investments / trading to be done in name of employee's family members – dependent parents, spouse, brothers, sisters & children

10.21 Employees shall trade for investment and not speculative purposes. For this purpose, employees should hold their investments for a minimum period of 30 days in order to be considered as being held for investment purposes. Repurchase of the same securities shall not be permitted on the same trading day after the sale. The period of 30 days would be calculated in First In First Out Method.

10.22 Intraday trading in Commodities futures on markets is strictly prohibited for all employees

10.23 An employee managing the company's asset shall disclose all holdings as per format attached including those of his dependent family members, in securities of that company to the Compliance Officer.

10.24 All employees shall submit to the HR Department a statement of holdings (both physical and otherwise) and details of their demat/trading accounts Initially at the time of joining the Company, details of the same shall be forwarded by HR Department to the Finance Department for records.

10.25 Subsequently, all employees shall submit on a half yearly basis, details of the changes in their holdings including those of their dependent family members, since the last disclosure alongwith a declaration of having obtained the necessary pre clearances for such trades, within 15 days from the end of the period as per format attached.

10.26 Records of all declarations and clearances received from the employees shall be preserved by the Company for a minimum period of three years.

10.27 However, apart from the above, the Company shall have the right to conduct his due diligence on reasonable basis including obtaining the DP Statement Account from the Depository Participants and Trading Statement as disclosed by the employee

Equal Employment Opportunity:

10.28 Company provides equal employment opportunity to all qualified persons without discrimination on the basis of age, sex, race, disability, marital status or religion in accordance

with applicable local, state and national laws and regulations. All employment and promotion decisions will be based solely upon individuals' qualifications, experience, prior contribution and demonstrated capacity to perform at higher or improved levels of performance.

Dealing with People in the Company (Colleagues, Immediate Superior)

- 10.29 In dealing with each other employees shall uphold the values of professionalism, trust, collaboration, meritocracy and dignity.
- 10.30 Every employee of Star Agri shall comply and carry out all lawful and reasonable orders and directions, which may from time to time be given to him / her by his / her superior.
- 10.31 Employee should not engage in any financial dealings with colleagues and other members of the staff including lending money, chit funds, raising donations, etc. without prior permission
- 10.32 Star Agri will focus on meritocracy, equity and upholding of Company values in all people processes including performance management systems, appraisals, remuneration and rewards.

Performance Standards

- 10.33 The company will communicate performance expectations to employees from time to time and this will not be limited to the Key Result areas that may be set.
- 10.34 All employees are expected to be fit to perform on their jobs and meet the performance standards and expectations. Employees are expected to make the necessary effort to keep themselves up to date to enable meeting the performance expectations.
- 10.35 Failure to meet the performance expectations could be adequate grounds for termination.

Relationships with External agencies and Customers

- 10.36 All employees shall ensure that in their dealings with external agencies and customers, the Company's interests are never compromised and act with the highest standards of integrity in all financial transactions both with the company and with third parties including customers.

Gifts

- 10.37 Employees should not solicit or accept, either directly or indirectly, for themselves or for any member of their family any gift, gratuity, service, favor, entertainment, lodging, transportation, loan, loan guarantee, or anything of monetary value from any person who:

- Has or is seeking to obtain, contractual or other business or financial relations with Star Agri
 - Conducts operations or activities that are related to Star Agri
- 10.38 Employees should not accept or permit any member of his / her family or any person acting on his / her behalf to accept any gift or compliments or undue hospitality from any person, firm, company or undertaking having dealings with the Company. However, in case it is unavoidable, the aggregate value of the gifts accepted should not exceed beyond Rs. 1000 in a period of 12 months.
- 10.39 The above limit includes gifts in kind such as flowers, fruits and similar items of reasonable value on special occasions like festivals, birthday etc. In case the value exceeds beyond Rs.1000, the matter should be reported to the HR Department.
- 10.40 Hospitality extended by a client organization that is received for official discharge of duties, such as arrangement of travel and accommodation made for official visit to an outside location other, shall not be considered against the terms and conditions.

Relationship with Media & Press

- 10.41 Company authorization is required before an employee can speak to the media or public forum on behalf/ about the Company.
- 10.42 The Management of the Company will manage all communication with the press. In case any press person contacts an employee, the employee should direct that person to the authorized employees. The list of authorized employees will be circulated from time to time.
- 10.43 Authorized employees are expected to maintain discretion while communicating with any outside party
- 10.44 Occasional contribution by employees of articles of literary, artistic, scientific, religious nature not detrimental to the interests of the Company may be undertaken, subject to the condition that the employee shall not undertake or shall discontinue such work, if so directed by the Company.
- 10.45 However, it will considered as a breach of contract if an employee contributes any article or writes any letter in his/her own name anonymously or in the name of other person, to any newspaper or periodical or magazine or publish or cause to publish or pass on to others any documents, papers or information which may come to the employees possession or is within the employee's knowledge about the Company or its customers owns or conduct or participate in the editing or management of any news paper

Non Adherence – Other Aspects

Misrepresentation

10.46 Star Agri values its reputation and good business practices. Any employee who deliberately makes any untruthful or misleading statement, omission, or falsification or misrepresentation of facts to customers or partners of the company so as to jeopardize the reputation of the company or poses legal threat to the company will be subject to dismissal

Sexual Harassment

10.47 Star Agri is committed to build a safe environment for all its employees, an environment that is free from sexual harassment. Such conduct is defined by unwelcome sexual advances, requests for sexual favours, or other verbal or physical acts of a sexual or sex-based nature where:

- Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment
- An employment or promotion decision is based on an individual's acceptance or rejection of such conduct
- Such conduct interferes with an individual's work performance or creates an intimidating, hostile, or offensive work environment.

10.48 Sexual advances by an employee or other forms of personal harassment will not be tolerated. The term personal harassment also includes, but is not limited to verbal, non-verbal, or physical conduct relating to an individual's sex, religion, age etc.

10.49 Employees who feel they are a victim of harassment should report the situation-incident(s) to Management/ HR at the earliest. The matter will be thoroughly investigated immediately on a confidential basis, and where appropriate, disciplinary action or termination of employment will occur.

10.50 Employee will not be penalized in any way for reporting such conduct concerning himself / herself or another person. It should not be assumed that Star Agri is aware of the problem. It is the employee's responsibility to bring complaints and concerns to management's attention, so that management can help to resolve them.

10.51 Any employee, who is found after appropriate investigation to have engaged in sexual harassment of an employee, will be subject to disciplinary action, including termination if warranted.

Other aspects

10.52 Any instance of non-adherence to the Code of Conduct / any other observed unethical behaviour on the part of those covered under this Code should be brought to the attention of HR, who shall in turn report the same to the Management.